

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:
W.R. GRACE & CO., et al.,¹
Debtors.

Chapter 11
Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**SUMMARY OF APPLICATION OF FOLEY HOAG LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO W.R. GRACE & CO., ET AL. FOR THE
INTERIM PERIOD FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Name of Applicant:	<u>Foley Hoag LLP</u>
Authorized to Provide Professional Services to:	<u>W.R. Grace & Co., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>September 30, 2005, <i>nunc pro tunc</i> July 1, 2005</u>
Period for Which Compensation and Reimbursement is Sought:	<u>October 1, 2013 through October 31, 2013</u>

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$68,212.24 (80% of \$85,265.30; remaining 20% to be sought as part of quarterly application)

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$1,065.03

This is a X monthly quarterly X interim final application

The total time expended for fee application preparation is approximately 2.0 hours and the corresponding compensation requested is approximately \$1,200.00.

Prior fee applications:

Period Covered	Date Filed	Requested		Approved	
		Fees	Expenses	Fees	Expenses
08/01/05 - 08/31/05	03/28/06	\$ 25,669.50	\$ 34.55	\$ 25,669.50	\$ 34.55
09/01/05 - 09/30/05	10/31/05	\$ 26,289.00	\$ 11.64	\$ 26,289.00	\$ 11.64
10/01/05 - 10/31/05	11/28/05	\$ 27,633.50	\$ 355.67	\$ 27,633.50	\$ 355.67
11/01/05 - 11/30/05	12/28/05	\$ 16,109.00	\$ 18.91	\$ 16,109.00	\$ 18.91
12/01/05 - 12/31/05	01/31/06	\$ 13,522.50	\$ 3.50	\$ 13,522.50	\$ 3.50
01/01/06 - 01/31/06	03/27/06	\$ 9,535.50	\$ 49.85	\$ 9,535.50	\$ 49.85
02/01/06 - 02/28/06	03/29/06	\$ 10,474.00	\$ 42.75	\$ 10,474.00	\$ 42.75
03/01/06 - 03/31/06	04/28/06	\$ 13,346.50	\$ 48.42	\$ 13,346.50	\$ 48.42
04/01/06 - 04/30/06	06/27/06	\$ 14,568.50	\$ 2.24	\$ 14,568.50	\$ 2.24
05/01/06 - 05/31/06	06/28/06	\$ 28,346.50	\$ 219.20	\$ 28,346.50	\$ 219.20
06/01/06 - 06/30/06	07/31/06	\$ 22,530.00	\$ 24.92	\$ 22,530.00	\$ 24.92
07/01/06 - 07/31/06	09/11/06	\$ 9,114.00	\$ -	\$ 9,114.00	\$ -
08/01/06 - 08/31/06	09/28/06	\$ 3,104.50	\$ 119.61	\$ 3,104.50	\$ 119.61
09/01/06 - 09/30/06	10/31/06	\$ 3,778.50	\$ 26.52	\$ 3,778.50	\$ 26.52
10/01/06 - 10/31/06	11/30/06	\$ 1,941.50	\$ -	\$ 1,941.50	\$ -

		Requested		Approved	
Period Covered	Date Filed	Fees	Expenses	Fees	Expenses
11/01/06 - 11/30/06	12/28/06	\$ 2,088.50	\$ 55.71	\$ 2,088.50	\$ 55.71
12/01/06 - 12/31/06	01/29/07	\$ 2,557.50	\$ -	\$ 2,557.50	\$ -
01/01/07 - 01/31/07	03/07/07	\$ 4,871.00	\$ 27.09	\$ 4,871.00	\$ 27.09
02/01/07 - 02/28/07	03/28/07	\$ 3,675.50	\$ 39.51	\$ 3,675.50	\$ 39.51
03/01/07 - 03/31/07	05/02/07	\$ 2,426.50	\$ 46.50	\$ 2,426.50	\$ 46.50
04/01/07 - 04/30/07	06/01/07	\$ 6,579.00	\$ -	\$ 6,579.00	\$ -
05/01/07 - 05/31/07	06/28/07	\$ 3,736.00	\$ 55.08	\$ 3,736.00	\$ 55.08
06/01/07 - 06/30/07	07/30/07	\$ 6,336.00	\$ 26.10	\$ 6,336.00	\$ 26.10
07/01/07 - 07/31/07	08/28/07	\$ 4,742.00	\$ 41.52	\$ 4,742.00	\$ 41.52
08/01/07 - 08/31/07	09/28/07	\$ 3,785.00	\$ 45.36	\$ 3,785.00	\$ 45.36
09/01/07 - 09/30/07	10/30/07	\$ 6,360.00	\$ 8.07	\$ 6,360.00	\$ 8.07
10/01/07 - 10/31/07	11/28/07	\$ 20,744.50	\$ 32.61	\$ 20,744.50	\$ 32.61
11/01/07 - 11/30/07	02/11/08	\$ 16,655.00	\$ 5,337.35	\$ 16,655.00	\$ 5,337.35
12/01/07 - 12/31/07	02/12/08	\$ 9,012.50	\$ 785.75	\$ 9,012.50	\$ 785.75
01/01/08 - 01/31/08	02/28/08	\$ 5,702.50	\$ 14.30	\$ 5,702.50	\$ 14.30
02/01/08 - 02/29/08	03/28/08	\$ 9,296.00	\$ 61.51	\$ 9,296.00	\$ 61.51
03/01/08 - 03/31/08	04/28/08	\$ 6,450.50	\$ 10.08	\$ 6,450.50	\$ 10.08
04/01/08 - 04/30/08	05/28/08	\$ 7,966.50	\$ -	\$ 7,966.50	\$ -
05/01/08 - 05/31/08	06/30/08	\$ 12,509.00	\$ 107.37	\$ 12,509.00	\$ 107.37
06/01/08 - 06/30/08	07/29/08	\$ 27,053.50	\$ 1,856.55	\$ 27,053.50	\$ 1,856.55
07/01/08 - 07/31/08	09/02/08	\$ 28,893.82	\$ 9.84	\$ 28,893.82	\$ 9.84
08/01/08 - 08/31/08	09/29/08	\$ 16,498.00	\$ 40.76	\$ 16,498.00	\$ 40.76

		Requested		Approved	
Period Covered	Date Filed	Fees	Expenses	Fees	Expenses
09/01/08 – 09/30/08	10/28/08	\$ 5,198.00	\$ 125.00	\$ 5,198.00	\$ 125.00
10/01/08 – 10/31/08	12/01/08	\$ 12,825.50	\$ 131.40	\$ 12,825.50	\$ 131.40
11/01/08 – 11/30/08	12/30/08	\$451,925.32	\$ 63.72	\$451,925.32	\$ 63.72
12/01/08 – 12/31/08	01/28/09	\$ 7,627.50	\$ 10.25	\$ 7,627.50	\$ 10.25
01/01/09 – 01/31/09	03/04/09	\$ 6,813.00	\$ 4,315.82	\$ 6,813.00	\$ 4,315.82
02/01/09 – 02/28/09	03/30/09	\$ 8,482.50	\$ 51.72	\$ 8,482.50	\$ 51.72
03/01/09 – 03/31/09	04/28/09	\$ 55,220.50	\$ 64.99	\$ 55,220.50	\$ 64.99
04/01/09 – 04/30/09	06/02/09	\$ 65,020.00	\$ 1,256.33	\$ 65,020.00	\$ 1,256.33
05/01/09 – 05/31/09	06/30/09	\$ 54,181.25	\$ 1,364.86	\$ 54,181.25	\$ 1,364.86
06/01/09 – 06/30/09	07/28/09	\$ 27,814.50	\$ 521.42	\$ 27,814.50	\$ 521.42
07/01/09 – 07/31/09	08/28/09	\$ 12,702.00	\$ 35.88	\$ 12,702.00	\$ 35.88
08/01/09 – 08/31/09	09/28/09	\$ 16,368.00	\$ 51.00	\$ 16,368.00	\$ 51.00
09/01/09 – 09/30/09	10/28/09	\$ 13,263.00	\$ 58.38	\$ 13,263.00	\$ 58.38
10/01/09 – 10/31/09	11/30/09	\$ 21,282.00	\$ 149.24	\$ 21,048.00	\$ 149.20
11/01/09 – 11/30/09	12/28/09	\$ 16,380.00	\$ 69.25	\$ 16,380.00	\$ 62.27
12/01/09 – 12/31/09	01/28/10	\$ 12,040.50	\$ 34.56	\$ 12,040.50	\$ 34.56
01/01/10 – 01/31/10	03/01/10	\$ 18,646.00	\$ 9.66	\$ 18,646.00	\$ 9.66
02/01/10 – 02/28/10	03/29/10	\$ 22,295.50	\$ 201.09	\$ 22,295.50	\$ 201.09
03/31/10 – 03/31/10	04/28/10	\$ 40,107.00	\$ 77.85	\$ 40,107.00	\$ 77.85
04/01/10 – 04/30/10	05/28/10	\$ 12,322.00	\$ 1.95	\$ 12,322.00	\$ 1.95
05/01/10 – 05/31/10	06/28/10	\$ 10,492.00	\$ 83.77	\$ 10,492.00	\$ 83.77
06/01/10 – 06/30/10	07/28/10	\$ 22,082.00	\$ 2.73	\$ 22,082.00	\$ 2.73

		Requested		Approved	
Period Covered	Date Filed	Fees	Expenses	Fees	Expenses
07/01/10 – 07/31/10	09/01/10	\$ 10,774.00	\$ 86.70	\$ 10,774.00	\$ 86.70
08/01/10 – 08/31/10	09/29/10	\$ 7,686.00	\$ 43.34	\$ 7,686.00	\$ 43.34
09/01/10 – 09/30/10	10/28/10	\$ 9,211.00	\$ 3.70	\$ 9,211.00	\$ 3.70
10/01/10 – 10/31/10	11/30/10	\$ 11,285.00	\$ 331.92	\$ 11,285.00	\$ 331.92
11/01/10 – 11/30/10	12/29/10	\$ 18,422.00	\$ 47.70	\$ 18,422.00	\$ 47.70
12/01/10 – 12/31/10	01/28/11	\$ 10,694.00	\$ 19.00	\$ 10,694.00	\$ 19.00
01/01/11 – 01/31/11	02/28/11	\$ 9,722.50	\$ 9.55	\$ 9,722.50	\$ 9.55
02/01/11 – 02/28/11	04/05/11	\$ 16,764.00	\$ 33.60	\$ 16,764.00	\$ 33.60
03/01/11 – 03/31/11	04/29/11	\$ 11,570.00	\$ -	\$ 11,570.00	\$ -
04/01/11 – 04/30/11	05/31/11	\$ 3,425.50	\$ 9.60	\$ 3,425.50	\$ 9.60
05/01/11 – 05/31/11	06/28/11	\$ 13,060.50	\$ 145.75	\$ 13,060.50	\$ 145.75
06/01/11 – 06/30/11	07/28/11	\$ 26,000.00	\$ 34.00	\$ 26,000.00	\$ 34.00
07/01/11 – 07/31/11	08/29/11	\$ 20,836.50	\$ 213.15	\$ 20,836.50	\$ 213.15
08/01/11 – 08/31/11	09/28/11	\$ 13,111.00	\$ 27.90	\$ 13,111.00	\$ 27.90
09/01/11 – 09/30/11	10/28/11	\$ 13,515.50	\$ 3.64	\$ 13,515.50	\$ 3.64
10/01/11 – 10/31/11	11/28/11	\$ 12,173.00	\$ 59.09	\$ 12,173.00	\$ 59.09
11/01/11 – 11/30/11	12/29/11	\$ 8,826.50	\$ 2,432.00	\$ 8,826.50	\$ 2,432.00
12/01/11 – 12/31/11	01/30/12	\$ 7,718.50	\$ 656.55	\$ 7,718.50	\$ 656.55
01/01/12 – 01/31/12	02/28/12	\$ 24,330.00	\$ 4,958.15	\$ 24,330.00	\$ 4,958.15
02/01/12 – 02/29/12	03/29/12	\$ 23,373.00	\$ 562.83	\$ 23,373.00	\$ 562.83
03/01/12 – 03/31/12	04/30/12	\$ 8,002.30	\$ 1.69	\$ 8,002.30	\$ 1.69
04/01/12 – 04/30/12	05/29/12	\$ 12,647.90	\$ 39.13	\$ 12,647.90	\$ 39.13

Period Covered	Date Filed	Requested		Approved	
		Fees	Expenses	Fees	Expenses
05/01/12 – 05/31/12	06/28/12	\$ 12,935.00	\$ 69.59	\$ 12,935.00	\$ 69.59
06/01/12 – 06/30/12	07/30/12	\$ 28,106.40	\$ 884.95	\$ 28,106.40	\$ 884.95
07/01/12 – 07/31/12	08/28/12	\$ 11,399.40	\$ 416.74	\$ 11,399.40	\$ 416.74
08/01/12 – 08/31/12	09/28/12	\$ 15,583.00	\$ 44.54	\$ 15,583.00	\$ 44.54
09/01/12 – 09/30/12	10/31/12	\$ 12,236.90	\$ 0	\$ 12,236.90	\$ 0
10/01/12 – 10/31/12	11/29/12	\$ 9,659.40	\$ 2.47	\$ 9,659.40	\$ 2.47
11/01/12 – 11/30/12	12/28/12	\$ 16,257.20	\$ 24.10	\$ 16,257.20	\$ 24.10
12/01/12 – 12/31/12	01/28/13	\$ 34,313.70	\$ 1,162.36	\$ 34,313.70	\$ 1,162.36
01/01/13 – 01/31/13	02/28/13	\$ 7,626.80	\$ 6.70	\$ 7,626.80	\$ 6.70
02/01/13 – 02/28/13	03/28/13	\$ 6,412.20	\$ 32.70	\$ 6,412.20	\$ 32.70
03/01/13 – 03/31/13	04/29/13	\$ 3,986.60	\$ 4.42	\$ 3,986.60	\$ 4.42
04/01/13 – 04/30/13	05/28/13	\$ 6,044.20	\$ 0	\$ 4,835.36*	\$ 0
05/01/13 – 05/31/13	06/28/13	\$ 15,946.40	\$ 25.50	\$ 12,757.12*	\$ 25.50
06/01/13 – 06/30/13	07/29/13	\$ 18,775.60	\$ 21.83	\$ 15,020.48*	\$ 21.83
07/01/13 – 07/31/13	08/28/13	\$ 18,261.20	\$ 19.16	\$ 14,608.96*	\$ 19.16
08/01/13 – 08/31/13	09/30/13	\$ 6,815.80	\$ 163.68	\$ 5,452.64*	\$ 163.68
09/01/13 – 09/30/13	10/28/13	\$ 66,413.30	\$ 1,152.22	\$ 53,130.64*	\$ 1,152.22

* 80% approved; remaining 20% sought or to be sought as part of quarterly application.

The Foley Hoag attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$643.00	88.5	\$ 56,905.50
Thomas Bevilacqua	Partner	ILAP	\$624.00	1.5	\$ 936.00
Jacob N. Polatin	Partner	Real Estate	\$615.00	8.9	\$ 5,473.50
Jesse Alderman	Associate	Environmental	\$347.00	58.5	\$ 20,299.50
Kevin C. Conroy	Associate	Administrative	\$520.00	2.1	\$ 1,092.00
Coleen Doyle	Paralegal	Administrative	\$254.00	2.2	\$ 558.80
TOTAL				161.7	\$ 85,265.30

Summary of expenses incurred on behalf of the Debtors in these cases during the Fee Period:

Description	October
Telephone	\$ 2.08
Photocopying	\$ 13.60
Express Delivery	\$ 35.19
Document Production	\$ 27.91
Case File Retrieval	\$ 225.15
Filing Fees	\$ 400.00
Computer Research	\$ 361.10
TOTAL	\$ 1,065.03

Respectfully submitted,

Seth D. Jaffe (MA BBO # 548217)
 Foley Hoag LLP
 Seaport World Trade Center West
 155 Seaport Boulevard
 Boston, MA 02210-2600
 (617) 832-1000

Dated: November 29, 2013

RULE 2016-2(f) CERTIFICATION

I, Seth D. Jaffe, have reviewed the requirements of Rule 2016-2 and certify that the Summary of Application of Foley Hoag LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to W.R. Grace & Co., et al., for the Interim Period from October 1, 2013 through October 31, 2013 complies with the Rule.

Respectfully submitted,



Seth D. Jaffe (MA BBO # 548217)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: November 29, 2013

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 101 – Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$643.00	1.8	\$ 1,157.40
Thomas Bevilacqua	Partner	ILAP	\$624.00	1.5	\$ 936.00
TOTAL				3.3	\$ 2,093.40

Expenses

Description	Total
Photocopying	\$ 12.30
TOTAL	\$ 12.30



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 29, 2013
Invoice No.: 529535
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through October 31, 2013

Fees	\$2,093.40
Disbursements	<u>12.30</u>
Total Fees and Disbursements	<u>\$2,105.70</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 529535
November 29, 2013
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/29/13	Jaffe	P230	Quarterly fee application (1.5).	1.5
10/30/13	Bevilacqua	P230	Preparation of fee application summary of work in the Moriconi matter (1.5).	1.5
10/30/13	Jaffe	P230	Revisions to quarterly fee application (.3).	0.3
			Total Hours	3.3

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 529535
November 29, 2013
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TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thomas Bevilacqua	1.5	at . 624.00	= 936.00
Seth D. Jaffe	1.8	at . 643.00	= 1,157.40
	Total Fees		\$2,093.40

To ensure proper credit to your account,
please include remittance page with your payment.

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 529535
November 29, 2013
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Disbursement Summary

<u>Date</u>		<u>Amount</u>
10/29/13	In-House Photocopying	5.30
10/31/13	In-House Photocopying	4.20
10/31/13	In-House Photocopying	2.80
	Total Disbursements	\$12.30

Total Fees	\$2,093.40
Total Disbursements	<u>12.30</u>
Total Fees and Disbursements	<u>\$2,105.70</u>

To ensure proper credit to your account,
please include remittance page with your payment.



Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

To ensure proper payment to your account, please include this page with your payment.

W.R. Grace & Co.

November 29, 2013
Invoice No.: 529535
Matter No.: 08743.00101

Re: **Bankruptcy Matters**

Total Fees and Disbursements **\$2,105.70**

Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions	ABA: 221172610
CitiBank, N.A.	Swift #: CITIUS33
666 5 th Avenue, Floor 5	Account #: 1255513785
New York, NY 10103	Beneficiary: Foley Hoag LLP

Reference
Information:

Client/Matter #: 08743.00101, **Invoice #:** 529535
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$643.00	1.9	\$ 1,221.70
Jacob N. Polatin	Partner	Real Estate	\$615.00	8.9	\$ 5,473.50
TOTAL				10.8	\$ 6,695.20

Expenses

Description	Total
Photocopying	\$ 0.40
TOTAL	\$ 0.40



**FOLEY
HOAG** LLP

Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 29, 2013
Invoice No.: 529536
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through October 31, 2013

Fees	\$6,695.20
Disbursements	<u>0.40</u>
Total Fees and Disbursements	<u>\$6,695.60</u>

Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole,
Mass

Invoice No.: 529536

November 29, 2013

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/02/13	Polatin	P230	Review title to Lot 33-174 regarding preparation of GERE (2.4).	2.4
10/03/13	Polatin	P230	Revise GERE (1.1).	1.1
10/04/13	Polatin	P230	Revise GERE (2.9).	2.9
10/24/13	Jaffe	P230	Emails with team regarding Shaffer security obligations (.3)	0.3
10/25/13	Jaffe	P230	Attention to site security issues, including drafting letter to Mr. Feldman regarding Shaffer responsibilities and emails with team regarding same (1.3); emails with team regarding negotiations with Town (.3).	1.6
10/28/13	Polatin	P230	Review changes to GERE (.8).	0.8
10/31/13	Polatin	P230	Review title material for additional GEREs (1.7).	1.7
Total Hours				10.8

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole,
Mass

Invoice No.: 529536

November 29, 2013

Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Seth D. Jaffe	1.9	at 643.00	= 1,221.70
Jacob N. Polatin	8.9	at 615.00	= 5,473.50
	Total Fees		\$6,695.20

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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole,
Mass

Invoice No.: 529536

November 29, 2013

Page 4

Disbursement Summary

<u>Date</u>	<u>Amount</u>
10/25/13 In-House Photocopying	0.40
	Total Disbursements
	\$0.40
Total Fees	\$6,695.20
Total Disbursements	<u>0.40</u>
Total Fees and Disbursements	<u>\$6,695.60</u>

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Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

November 29, 2013
Invoice No.: 529536
Matter No.: 08743.00102

Re: **Blackburn and Union Privileges Superfund Site, Walpole, Mass**

Total Fees and Disbursements **\$6,695.60**

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535			
Wire Instructions CitiBank, N.A. 666 5 th Avenue, Floor 5 New York, NY 10103	ABA: 221172610 Swift #: CITIUS33 Account #: 1255513785 Beneficiary: Foley Hoag LLP		

Reference
Information:

Client/Matter #: 08743.00102, **Invoice #:** 529536
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 103 – Wells G&H Superfund Site

Fees

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$643.00	3.3	\$ 2,121.90
TOTAL				3.3	\$ 2,121.90



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 29, 2013
Invoice No.: 529537
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

For Professional Services rendered through October 31, 2013

Fees	\$2,121.90
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Total Fees and Disbursements	<u>\$2,121.90</u>
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Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 529537
 November 29, 2013
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/04/13	Jaffe	P230	Attention to Central Area allocation issues, including team telephone conference, preparation for same, and telephone call with Ms. Duff regarding same (1.1).	1.1
10/24/13	Jaffe	P230	Settlement discussion with Mr. Bibler and preparing for same (1.9).	1.9
10/28/13	Jaffe	P230	Emails with Mr. Bibler and Ms. Duff regarding potential mediation (.3).	0.3
Total Hours				3.3

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Matter No.: 08743.00103
Re: Wells G&H Superfund Site

Invoice No.: 529537
November 29, 2013
Page 3

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Amount
Seth D. Jaffe	3.3	643.00	= 2,121.90
	Total Fees		\$2,121.90

Total Fees	\$2,121.90
Total Fees and Disbursements	<u>\$2,121.90</u>

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Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

November 29, 2013
Invoice No.: 529537
Matter No.: 08743.00103

Re: **Wells G&H Superfund Site**

Total Fees and Disbursements **\$2,121.90**

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions	ABA: 221172610
CitiBank, N.A.	Swift #: CITIUS33
666 5 th Avenue, Floor 5	Account #: 1255513785
New York, NY 10103	Beneficiary: Foley Hoag LLP

Reference
Information:

Client/Matter #: 08743.00103, **Invoice #:** 529537
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 115 – Town of Acton litigation**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Jesse Alderman	Associate	Environmental	\$347.00	58.5	\$ 20,299.50
Kevin C. Conroy	Associate	Administrative	\$520.00	2.1	\$ 1,092.00
Coleen Doyle	Paralegal	Administrative	\$254.00	2.2	\$ 558.80
Seth D. Jaffe	Partner	Environmental	\$643.00	81.5	\$ 52,404.50
TOTAL				144.3	\$ 74,354.80

Expenses

Description	Total
Telephone	\$ 2.08
Express Delivery	\$ 35.19
Photocopying	\$ 0.90
Document Production	\$ 27.91
Case File Retrieval	\$ 225.15
Filing Fees	\$ 400.00
Computer Research	\$ 361.10
TOTAL	\$ 1,052.33



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

November 29, 2013
Invoice No.: 529538
Matter No.: 08743.00115

Re: **Town of Acton litigation**

For Professional Services rendered through October 31, 2013

Fees	\$74,354.80
Disbursements	<u>1,052.33</u>
Total Fees and Disbursements	<u>\$75,407.13</u>

Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 529538
 November 29, 2013
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
10/01/13	Jaffe	P230	Revising opposition to preliminary injunction motion and reviewing documents and cases for same (.4); emails and office conferences with Mr. Alderman regarding motion to dismiss (.5); telephone call and email with Mr. Perry at DOJ (.3); emails with Grace team (.6); reviewing issues for motion to dismiss (.8).	3.6
10/01/13	Alderman	P230	Conference with S. Jaffe to plan for Motion to Dismiss (.3); calculation of due dates for briefs (.1); conducted legal research regarding CERCLA Chapter 113(h) and principles of state preemption (1.0).	1.4
10/02/13	Alderman	P230	Conducted legal research regarding CERCLA Chapter 113(h) and principles of state preemption (1.4); drafted Memorandum in support of Motion to Dismiss (6.8).	8.2
10/02/13	Jaffe	P230	Reviewing research for opposition to PI motion and Grace motion to dismiss (2.7); emails with Ms. Muench regarding EPA participation (.4).	3.1
10/03/13	Jaffe	P230	Revising opposition to motion to dismiss and reviewing research for same (3.2); emails with plaintiffs' counsel and reviewing plaintiffs' motion regarding bankruptcy stay (.6); office conferences and emails with Mr. Alderman regarding motion to dismiss (.5); emails with Ms. Muench at EPA (.2).	4.5
10/03/13	Alderman	P230	Compiled and filed state record in federal court action (.3); communications with C. Doyle regarding same (.2); conducted research regarding Section 113(h) (3.2); office conferences and emails with S. Jaffe (.5); drafted Memorandum in Support of Motion to Dismiss (2.3).	6.5
10/03/13	Doyle	P230	File State Court records with USDC Massachusetts. Electronic correspondence with J. Alderman regarding same.	0.7
10/04/13	Alderman	P230	Compiled exhibits and other materials for district court hearing (.2); prepared	6.7

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 529538
 November 29, 2013
 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
			comparison of new motion for preliminary injunction and state court version (.3); drafted memorandum of relevant authority regarding Section 113(h) (5.2); drafted Memorandum in Support of Motion to Dismiss (1.0).	
10/04/13	Jaffe	P230	Attend last-minute court hearing and preparation for same (3.2); telephone call and emails with Ms. Duff (.5); telephone calls to and emails with Mr. Rosen at Department of Justice (.7); drafting opposition to preliminary injunction motion and reviewing cases and documents for same (1.9); emails to Mr. Alderman (.2).	6.5
10/05/13	Alderman	P230	Drafted Memorandum in Support of Motion to Dismiss (3.2).	3.2
10/06/13	Alderman	P230	Drafted, edited and proofread Memorandum in Support of Motion to Dismiss (3.6).	3.6
10/07/13	Jaffe	P230	Drafting motion to dismiss and research for same (3.3); emails and office conference with Mr. Alderman (.5); emails with EPA and DOJ (.3); telephone call with Mr. Rosen at DOJ (.3); telephone call and emails with Ms. Duff (.5); reviewing draft letters to bankruptcy court and state and federal officials and emails with plaintiffs' counsel regarding same (.5).	5.4
10/07/13	Alderman	P230	Prepared and reviewed state preemption cases for Motion to Dismiss brief (.2); compiled information for docket and transmitted same to P. Carver (.2); conferences with S. Jaffe (.3).	0.7
10/08/13	Alderman	P230	Attention to e-mails from S. Jaffe.	0.1
10/08/13	Jaffe	P230	Drafting motion to dismiss and research for same (4.1); telephone call and office conference with Mr. Conroy regarding AG contact (.4); telephone calls with Mr. Kimmell and Ms. Kaplan at MassDEP regarding potential intervention (.8); emails with DOJ and EPA counsel (.4); emails with team (.7).	6.4
10/08/13	Conroy	P230	Conference call with S. Jaffe; office conference with S. Jaffe regarding AG's	0.5

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Matter No.: 08743.00115
 Re: Town of Acton litigation

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 November 29, 2013
 Page 4

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
			office.	
10/09/13	Jaffe	P230	Reviewing draft brief and emails with Ms. Duff regarding same (1.1); telephone calls and emails with EPA and DOJ regarding federal and state intervention (2.4).	3.5
10/10/13	Jaffe	P230	Revising brief in support of motion to dismiss and research for same (2.7); emails with EPA, DOJ, and MassDEP regarding motion to dismiss and intervention (1.4); emails with Ms. Duff (.3); emails with Mr. Alderman regarding briefing issues (.3).	4.7
10/10/13	Alderman	P230	Attention to e-mails from S. Jaffe (.1); reviewed ARAR tables in ROD (.2).	0.3
10/11/13	Jaffe	P230	Emails with Ms. Duff and Mr Rosen (at DOJ) regarding motion to dismiss (.4).	0.4
10/12/13	Jaffe	P230	Revising motion to dismiss brief and reviewing cases and documents for same (2.1); revising opposition to injunction and reviewing cases and documents for same (1.8).	3.9
10/13/13	Jaffe	P230	Revising motion to dismiss brief, and reviewing documents and cases for same (2.2); revising opposition to injunction, and reviewing documents and cases for same (5.4).	7.6
10/13/13	Alderman	P230	Attention to e-mail communications with S. Jaffe.	0.2
10/14/13	Alderman	P230	Compilation and preparation of all paper exhibits for Motion to Dismiss and Opposition to PI Memoranda (.7); Reviewed both Memoranda to input citations and made other revisions (1.6); drafted Motion to Dismiss (.6).	2.9
10/15/13	Jaffe	P230	Reviewing US intervention papers and emails with Ms. Duff regarding same (1.0); revisions to brief opposing injunction, and reviewing documents and emails with team regarding same (2.2); revisions to motion to dismiss brief and research and emails with team regarding same (1.7); telephone call, email,	5.3

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 529538
 November 29, 2013
 Page 5

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
			and office conference with Mr. Conroy regarding potential state intervention (.4).	
10/15/13	Alderman	P230	Confirmed Shephard's on all cases (1.1); e-mail communications with J. Guswa regarding completion of affidavit (.1); additional editing and revising of Brief in Support of Motion to Dismiss and Brief in Opposition to Plaintiffs' Motion for Preliminary Injunction (1.8); communications with S. Jaffe regarding same (.2); reviewed EPA Memorandum in Support of Motion to Intervene (.3).	3.5
10/15/13	Conroy	P230	Office conference with S. Jaffe; telephone call to M. Freeley in AG's office; preparing email to Freeley.	1.0
10/16/13	Conroy	P230	Preparing email to S. Jaffe.	0.3
10/16/13	Alderman	P230	Performed research regarding affirmative defense of laches in actions for injunctive relief by a sovereign (2.1); communications with S. Jaffe regarding final revisions (.1).	2.2
10/16/13	Jaffe	P230	Finalizing motion to dismiss (1.2); finalizing opposition to PI, including final revisions, reviewing documents for same, working with Mr. Guswa on revised affidavit, and office conferences and emails with Mr. Alderman regarding same (3.5); telephone call with DEP counsel and emails with DOJ (.4)	5.1
10/17/13	Jaffe	P230	Finalizing briefs and affidavits and telephone calls and emails with team regarding same (3.8).	3.8
10/17/13	Alderman	P230	Presented findings of laches research to S. Jaffe and input string citation in Preliminary Injunction Brief (.5); incorporated comments of L. Duff (.4); conducted final review of both briefs and corrected citations to revised J. Guswa Affidavit and other minor edits (1.1); prepared Guswa and Helgason Affidavits and associated exhibits for filing (.7).	2.7
10/17/13	Doyle	P230	Electronic correspondence with J. Alderman regarding ECF filing assignment.	0.1
10/18/13	Doyle	P230	Organize briefs and exhibits and ensure size	1.4

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 529538
 November 29, 2013
 Page 6

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
			for filing attachments complies with ECF rules. Electronic correspondence with J. Alderman and S. Jaffe regarding same.	
10/18/13	Conroy	P230	Email to S. Jaffe.	0.3
10/18/13	Alderman	P230	Compiled documents for case docket (.4); compiled, combined and transmitted complete documents from EPA and Grace filings for defense team (.7); prepared all exhibits for filing (.5); communications with C. Doyle regarding file size limits, file compression and other logistics for filing (.5); communications with S. Jaffe regarding filing procedures (.3); reviewed EPA Memoranda (.4)	2.8
10/18/13	Jaffe	P230	Finalizing PI opposition and motion to dismiss (2.8); reviewing United States filings 1.2).	4.0
10/21/13	Jaffe	P230	Reviewing EPA affidavit (.5).	0.5
10/21/13	Alderman	P230	Transmittal of documents to S Martin (.1).	0.1
10/24/13	Jaffe	P230	Emails with counsel regarding motion practice (.2)	0.2
10/25/13	Jaffe	P230	Emails with plaintiffs' counsel (.2); reviewing plaintiffs' filings (.7).	0.9
10/25/13	Alderman	P230	Reviewed Town of Acton Opposition to Motion to Dismiss and related papers (.9)	0.9
10/28/13	Alderman	P230	Review and analysis of Town of Acton filings and new cases cited (1.9); conference with S. Jaffe to discuss structure for Reply Brief (.4).	2.3
10/28/13	Jaffe	P230	Attention to response to plaintiffs' court filings, including reviewing plaintiffs' opposition to motion to dismiss and reply brief in support of injunction, preparing notes for reply brief, office conference with Mr. Alderman regarding same, and emails with client team and Department of Justice lawyers regarding same (3.3).	3.3
10/29/13	Alderman	P230	Drafted Reply Memorandum (6.4).	6.4
10/29/13	Jaffe	P230	Reviewing briefs and research for reply brief (1.3).	1.3
10/30/13	Jaffe	P230	Attention to reply brief in support of motion	3.9

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 529538
 November 29, 2013
 Page 7

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
			to dismiss, including reviewing, revising, draft brief, reviewing cases and documents for same, office conference with Mr. Alderman regarding same, and emails with team regarding same (3.9).	
10/30/13	Alderman	P230	Attention to docket compilation (.2); additional drafting of Reply Brief and proofread (2.3); drafted Motion for Leave to File Reply brief (.5); conference with S. Jaffe (.2).	3.2
10/31/13	Alderman	P230	Addition of MCLG language based on A. Sheehan data (.4); conference with S. Jaffe regarding same (.2).	0.6
10/31/13	Jaffe	P230	Attention to reply brief, including revisions to same, reviewing cases for same, and email and telephone call with Ms. Duff regarding same, and office conference and email with Mr. Alderman regarding same (2.4); attention to technical issues on brief, including emails with Ms. Sheehan regarding affidavit, reviewing draft affidavit and monitoring results table (1.2).	3.6
				Total Hours 144.3

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Matter No.: 08743.00115
Re: Town of Acton litigation

Invoice No.: 529538
November 29, 2013
Page 8

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>=</u>	<u>Amount</u>
Jesse Alderman	58.5	at 347.00	=	20,299.50
Kevin C. Conroy	2.1	at 520.00	=	1,092.00
Coleen Doyle	2.2	at 254.00	=	558.80
Seth D. Jaffe	81.5	at 643.00	=	52,404.50
Total Fees				\$74,354.80

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Matter No.: 08743.00115
 Re: Town of Acton litigation

Invoice No.: 529538
 November 29, 2013
 Page 9

Disbursement Summary

<u>Date</u>		<u>Amount</u>
10/03/13	Telephone 14105314210 - Columbia - MD (USA)	2.08
10/16/13	Express Delivery Date: 09/25/13 Delivered To: Middlesex Superior Court 2 200 Trade Cente Woburn, MA	35.19
10/03/13	In-House Photocopying	0.10
10/04/13	In-House Photocopying	0.80
10/03/13	Scanning	17.40
10/03/13	Bates Labeling	0.15
10/03/13	Document Production 1-999	0.36
10/22/13	Tabs	10.00
10/10/13	Case File Retrieval BEACON HILL RESEARCH INC Retrieval of Middlesex Superior case file for CA No. 2013-4131-J, copies and scans of file 09/27/13	225.15
10/02/13	Filing & Recording Fees Filing and Recording Fees - Jesse Alderman Filing fee for Notice of Removal from Middlesex Superior Court to U.S. District Court 09/25/13	400.00
09/30/13	Computer Research, Westlaw Firm User: ALDERMAN,JESSE H	83.72
10/04/13	Computer Research, Westlaw Firm User: ALDERMAN,JESSE H	277.38
Total Disbursements		\$1,052.33

Total Fees	\$74,354.80
Total Disbursements	<u>1,052.33</u>
Total Fees and Disbursements	<u>\$75,407.13</u>

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Seth D. Jaffe
617-832-1203
Boston

REMITTANCE PAGE

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W.R. Grace & Co.

November 29, 2013
Invoice No.: 529538
Matter No.: 08743.00115

Re: **Town of Acton litigation**

Total Fees and Disbursements **\$75,407.13**

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535			
Wire Instructions	ABA: 221172610		
CitiBank, N.A.	Swift #: CITIUS33		
666 5 th Avenue, Floor 5	Account #: 1255513785		
New York, NY 10103	Beneficiary: Foley Hoag LLP		

Reference
Information:

Client/Matter #: 08743.00115, **Invoice #:** 529538
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company